

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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BOKF, N.A., solely in its capacity as successor  
Indenture Trustee for the 12.75% Second-  
Priority Senior Secured Notes due 2018,

Plaintiff,

v.

CAESARS ENTERTAINMENT  
CORPORATION,

Defendant.

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Case No. 1:15-cv-01561 (SAS)

UMB BANK, N.A. solely in its capacity as  
Indenture Trustee under those certain  
indentures, dated as of June 10, 2009, governing  
Caesars Entertainment Operating Company,  
Inc.'s 11.25% Notes due 2017; dated as of  
February 14, 2012, governing Caesars  
Entertainment Operating Company, Inc.'s 8.5%  
Senior Secured Notes due 2020; dated August  
22, 2012, governing Caesars Entertainment  
Operating Company, Inc.'s 9% Senior Secured  
Notes due 2020; dated February  
15, 2013, governing Caesars Entertainment  
Operating Company, Inc.'s 9% Senior Secured  
Notes due 2020,

Plaintiff,

v.

CAESARS ENTERTAINMENT  
CORPORATION,

Defendant.

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Case No. 1:15-cv-04634 (SAS)

NOTICE OF JOINT MOTION *IN LIMINE* FOR AN ORDER (I) HOLDING THAT  
SECTIONS 12.02(c)(i), (ii), AND (iii) OF THE INDENTURES ARE UNAMBIGUOUS AS  
A MATTER OF LAW AND THAT THEY WERE INTENDED TO BE READ  
CONJUNCTIVELY AS WRITTEN; OR REGARDLESS OF AMBIGUITY, (II)  
EXCLUDING PAROL EVIDENCE PROFFERED BY CEC WITH RESPECT TO THE  
MEANING OF THOSE SECTIONS

**PLEASE TAKE NOTICE** that upon this Notice of Motion; the accompanying Memorandum of Law; the supporting Declaration of Andrew I. Silfen, dated February 5, 2016 and the exhibits thereto; and all other papers and proceedings in this action, plaintiff in the first above-captioned action, BOKF, N.A. (“BOKF”)<sup>1</sup> and plaintiff in the second above-captioned action, UMB Bank, N.A. (“UMB,”<sup>2</sup> and together with BOKF, the “Trustees”) by and through their respective counsel, Arent Fox LLP and Katten Muchin Rosenman LLP, will respectfully move this Court, in Courtroom 15C of the United States Courthouse located at 500 Pearl Street, New York, New York 10007, before the Honorable Shira A. Scheindlin, U.S.D.J., at a time to be determined by the Court, pursuant to Federal Rules of Evidence 401, 402 and the local rules of this Court, for an order (I) holding that Sections 12.02(c)(i), (ii), and (iii) of the Indentures are unambiguous as a matter of law and that they were intended to be read conjunctively as written; or regardless of ambiguity, (II) excluding parol evidence proffered by Defendant Caesars Entertainment Corporation with respect to the meaning of those sections.

*[Remainder of page intentionally left blank.]*

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<sup>1</sup> BOKF appears solely in its capacity as successor Indenture Trustee for the 12.75% Second-Priority Senior Secured Notes due 2018 (the “Second Lien Notes”).

<sup>2</sup> UMB appears solely in its capacity as Indenture Trustee under those certain indentures, as amended and supplemented, dated as of June 10, 2009, governing Caesars Entertainment Operating Company, Inc.’s (“CEOC’s”) 11.25% Senior Secured Notes due 2017; dated as of February 14, 2012, governing CEOC’s 8.5% Senior Secured Notes due 2020; dated August 22, 2012, governing CEOC’s 9% Senior Secured Notes due 2020; and dated February 15, 2013, governing CEOC’s 9% Senior Secured Notes due 2020 (the “First Lien Notes,” and together with the Second Lien Notes, the “Notes”).

Respectfully submitted,

Dated: New York, New York  
February 5, 2016

/s/ Andrew I. Silfen

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-and-

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*Attorneys for BOKF, N.A., solely in its capacity as  
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/s/ David A. Crichlow

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